

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al. ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	
)	Re: Docket No. 31773
)	Hearing Date: April 2, 2014 at 11:00 a.m.

**CERTIFICATION OF COUNSEL REGARDING MOTION OF THE REORGANIZED
DEBTORS FOR ISSUANCE OF A FINAL DECREE (A) CLOSING CERTAIN OF THE
CHAPTER 11 CASES, (B) REMOVING CERTAIN OF THE CHAPTER 11 CASES
FROM THE JOINT ADMINISTRATION ORDER, AND (C) WAIVING THE
REQUIREMENT THAT THE REORGANIZED DEBTORS FILE
A FINAL REPORT FOR THE MERGED SUBSIDIARIES**

1. On February 24, 2014, the Reorganized Debtors filed their *Motion of the Reorganized Debtors for Issuance of a Final Decree (A) Closing Certain of the Chapter 11 Cases, (B) Removing Certain of the Chapter 11 Cases From the Joint Administrative Order, and*

¹ The Reorganized Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

(C) Waiving the Requirement that the Reorganized Debtors File a Final Report for the Merged Subsidiaries, Docket No. 31773 (the “Motion”).²

2. The Reorganized Debtors received informal comments from the United States Trustee (the “Trustee”).

3. Exhibit A hereto is a revised order amended to resolve the comments received by the Trustee. Exhibit B hereto is a comparison of Exhibit A to the form of order attached to the Motion.

4. The objection deadline for the Motion was March 10, 2014. No objections were filed prior to the objection deadline.

5. It is hereby respectfully requested that the Revised Order attached hereto as Exhibit A be entered at the Court’s earliest convenience.

Dated: March 18, 2014

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and

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² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

and

PACHULSKI STANG ZIEHL & JONES LLP

A handwritten signature in black ink, appearing to read "James E. O'Neill", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)

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